

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
JUDY WANG, derivatively on behalf of
TRAVELZOO, INC.,

11-cv-06125 (GBD)

Plaintiff,

-against-

RALPH BARTEL, HOLGER BARTEL,
WAYNE LEE, DAVID J. EHRLICH,
DONOVAN NEALE-MAY, KELLY M.
URSO, and CHRISTOPHER LOUGHLIN,

Defendants,

and

TRAVELZOO, INC.,

Nominal Defendant.
-----X

ANTHONY A. WIRTH, derivatively on
behalf of TRAVELZOO, INC.,

11-cv-06378 (GBD)

Plaintiff,

-against-

RALPH BARTEL, CHRISTOPHER
LOUGHLIN, KELLY M. URSO,
HOLGER BARTEL, DAVID J.
EHRLICH, DONOVAN NEALE-MAY,
and, WAYNE LEE,

Defendants,

and

TRAVELZOO, INC.,

Nominal Defendant.
-----X

(continued)

**[REDACTED] ORDER TO CONSOLIDATE
RELATED CASES AND APPOINT LEAD COUNSEL**

-----X
KEVIN KITT, derivatively on behalf of :
TRAVELZOO, INC., : 11-cv-07019 (GBD)
:
Plaintiff, :
:
-against- :
:
RALPH BARTEL, HOLGER BARTEL, :
WAYNE LEE, DAVID J. EHRLICH, :
DONOVAN NEALE-MAY, KELLY M. :
URSO, and CHRISTOPHER LOUGHLIN, :
:
Defendants, :
and :
:
TRAVELZOO, INC., :
:
Nominal Defendant. :
:

-----X
ALBERT J. TURANSKY, derivatively on :
behalf of Nominal Defendant TRAVELZOO, : 11-cv-07389 (GBD)
INC., :
:
Plaintiff, :
:
-against- :
:
HOLGER BARTEL, RALPH BARTEL, :
DAVID J. EHRLICH, DONOVAN NEALE- :
MAY, KELLY M. URSO, WAYNE LEE, and :
CHRISTOPHER LOUGHLIN, :
:
Defendants, :
and :
:
TRAVELZOO, INC. :
:
Nominal Defendant. :
-----X

Whereas, plaintiffs Judy Wang ("Wang") and Kevin Kitt ("Kitt") moved for consolidation of the above-captioned shareholder derivative actions and the appointment of The Weiser Law Firm, P.C. as lead counsel and Harwood Feffer LLP as liaison counsel for plaintiffs, with the support of plaintiff Albert J. Turansky;

Whereas, plaintiff Anthony A. Wirth cross-moved, *inter alia*, for the appointment of his counsel, Levi & Korsinsky LLP as lead counsel for plaintiffs, which motion was denied on November 8, 2011;

Upon good cause shown, IT IS HEREBY ORDERED THAT:

Consolidation of Cases

The above-captioned shareholder derivative actions pending in this Judicial District are hereby consolidated for all purposes pursuant to Rule 42(a) of the Federal Rules of Civil Procedure.

Master Docket and Master File

A Master File is hereby established for the consolidated proceedings of the shareholder derivative actions consolidated herein. The docket number for the Master File shall be Master File No. 11-cv-06125 (GBD). The original of this Order shall be filed by the Clerk in the Master File. The Clerk shall mail a copy of this Order to counsel of record in each of these consolidated actions.

A Master Docket is hereby established for consolidated proceedings of the shareholder derivative actions consolidated herein and for any related shareholder derivative actions filed in or transferred to this Court and consolidated herewith for all purposes (hereinafter, the "Consolidated Actions.") Entries in the Master Docket shall be applicable to the Consolidated

Actions as more fully set forth below. The Clerk of the Court shall file all pleadings in any of the actions in the Master File and shall note such filing in the Master Docket. No further copies need be filed or docket entries made.

The terms of this Order shall not have the effect of making any person, firm or corporation a party to any action in which he, she or it has not been named, served or added as such in accordance with the Federal Rules of Civil Procedure.

Newly Filed or Subsequently Filed or Transferred Actions

If a shareholder derivative action related to the same subject matters as these Consolidated Actions is hereafter filed in this Court or transferred here from another Court, the Clerk of this Court shall:

- File a copy of this Order in the separate file for such action;
- Notify all counsel of record of the filing or transfer of such action;
- Make an appropriate entry in the Master Docket;
- Mail to counsel of record in the newly filed or transferred case a copy of this Order; and
- Upon the first appearance of any new defendants, mail to the attorneys for the defendants in such newly filed or transferred case a copy of this Order.

All counsel shall assist the Clerk of the Court by calling to the attention of the Clerk the filing or transfer of any case which might properly be consolidated with these Consolidated Actions.

This Order shall apply to each shareholder derivative action that is subsequently filed in or transferred to this Court, or consolidated with any of these actions, that arises out of or is related to the same facts and claims alleged in the complaints in the Consolidated Actions, unless a party objecting to the consolidation of such case or to any other provision of this Order shall,

within ten (10) days after the date upon which a copy of this Order is mailed to counsel for such party, files an application for relief from this Order or any provision herein and this Court deems it appropriate to grant the application. The provisions of this Order shall apply to such action pending the Court's ruling on the application.

Unless a plaintiff in a subsequently filed or transferred case is permitted by the Court to utilize a separate complaint, the defendants shall not be required to answer, plead or otherwise move with respect to the complaint in any such case. Nothing in the foregoing shall be construed as a waiver of the defendants' right to object to consolidation of any subsequently filed or transferred related action.

Caption of Cases

Every pleading filed in these Consolidated Actions shall bear the following caption:

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
----- x
:
IN RE TRAVELZOO INC. SHAREHOLDER : Master File No. 11-CV-06125 (GBD)
DERIVATIVE LITIGATION :
:
This Document Relates To: :
----- x

When a document is intended to be applicable to all actions to which this Order is applicable, the words "All Actions" shall appear immediately after the words "This Document Relates To" in the caption set forth above. When a document is intended to be applicable only to some, but not all, actions, immediately after the words "This Document Relates To:" in the caption described above, there shall appear "Civil Action No. [insert number] [insert name of Plaintiff]."

Appointment of Plaintiffs' Lead Counsel and Liaison Counsel

The Weiser Law Firm, P.C. is hereby appointed lead counsel ("Lead Counsel") and Harwood Feffer LLP is hereby appointed liaison counsel ("Liaison Counsel") for plaintiffs.

Lead Counsel shall have sole authority to speak for plaintiffs in matters regarding pre-trial procedure, trial, and settlement and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial proceedings shall be initiated or filed by any plaintiff except through Lead Counsel.

Plaintiffs' Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Liaison Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

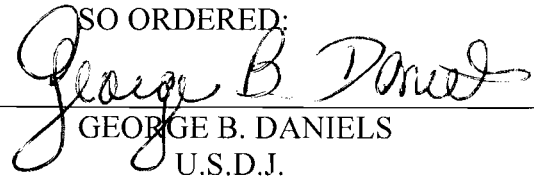
Defendants' counsel may rely upon all agreements made with Lead Counsel, or other duly authorized representatives of Lead Counsel, and such agreements shall be binding on all plaintiffs in this action. Liaison Counsel are hereby designated as the counsel for plaintiffs upon whom all notices, orders, pleadings, motions, discovery, and memoranda may be served and defendants shall effect service of papers on plaintiffs by serving Liaison Counsel. If defendants file a single pleading or other paper directed to all plaintiffs in this action, the response on behalf of plaintiffs shall be made in a single pleading or other paper to be served by Liaison Counsel. All plaintiffs in this action shall be bound by that pleading or paper.

The organizational structure established by this Order shall bind counsel for plaintiffs in this action or any subsequently filed cases consolidated therewith.

Dated: New York, New York
November ____, 2011

NOV 23 2011

SO ORDERED:


GEORGE B. DANIELS
U.S.D.J.

HON. GEORGE B. DANIELS